

Exhibit A

Proposed Order

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OHIO
EASTERN DIVISION**

DIGITAL MEDIA SOLUTIONS, LLC,)	CASE NO. 1:19-CV-145
)	
Plaintiff,)	JUDGE DAN AARON POLSTER
)	
v.)	
)	
SOUTH UNIVERSITY OF OHIO, LLC, <i>et al.</i> ,)	
)	
Defendants.)	

**ORDER AUTHORIZING FLAGLER MASTER FUND SPC LTD. AND
U.S. BANK, NATIONAL ASSOCIATION, TO INTERVENE**

This matter coming before the Court based on the *Unopposed Joint Motion of Flagler Master Fund SPC Ltd and U.S. Bank, National Association, to Intervene* (the “Motion”)¹ seeking, pursuant to Rule 24(a) of the Federal Rules of Civil Procedure to intervene in this action; and it appearing that the standards of Rule 24(a) are satisfied; it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth below.
2. Flagler Master Fund SPC Ltd., acting for and on behalf of the Class B segregated portfolio, and U.S Bank, National Association, acting in its capacity as administrative agent and collateral agent under the Credit Agreement and as a secured party and beneficiary of each of the Second Lien Guaranty and the Second Lien Pledge and Security Agreement, are authorized to intervene in this action pursuant to Rule 24(a) of the Federal Rules of Civil Procedure.

Dated: _____, 2019

THE HONORABLE DAN AARON POLSTER
UNITED STATES DISTRICT COURT JUDGE

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.